

ORIGINAL

COMPETITIVE COMMUNICATIONS GROUP

DEC 7 PM 3 02

December 6, 1999

EXECUTIVE SECRETARY

RECEIVED  
ADMINISTRATIVE

DEC 07 1999

Mr. David Wadell  
Executive Secretary  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37219

TN REGULATORY AUTHORITY

99-00946

JK

RE: Maverix.com, Inc. d.b.a. Maverix.net ("Maverix"), Application for a Certificate to Provide Competing Local and Intrastate Interexchange Telecommunications Service

On behalf of Maverix, enclosed for filing with the Tennessee Regulatory Authority are an original and thirteen (13) copies of the above-referenced application and a check in the amount of \$25.00 to cover the requisite filing fee.

Please date stamp the extra enclosed copy of this filing and return it in the self-addressed, stamped envelope provided. Should you have any questions concerning this filing, please do not hesitate to contact the undersigned at 301-842-1437.

Respectfully submitted,

*Terri K. Firestein*

Terri K. Firestein  
Consultant to Maverix.net

Enclosures

CC: James F. Kalishman

*Paid \$25.00  
ck# 5226*

**BEFORE THE TENNESSEE REGULATORY AUTHORITY**

In the matter of the Application of )  
Maverix.com, Inc. d.b.a. Maverix.net )  
For a Certificate to Provide Competing )  
Local and Intrastate Interexchange )  
Telecommunications Service )

No.

99-00946

REC'D T  
REGULATORY  
DEC 7 PM  
EXECUTIVE SEC.

**APPLICATION FOR CERTIFICATE  
TO PROVIDE COMPETING FACILITIES-BASED LOCAL AND  
INTRASTATE INTEREXCHANGE TELECOMMUNICATIONS SERVICES**

Pursuant to applicable Tennessee Statutes and the Rules and Regulations of the Tennessee Regulatory Authority and Section 253 of the Federal Telecommunications Act of 1996 ("Act"), Maverix.com, Inc. d.b.a. Maverix.net ("Maverix") respectfully requests that the Tennessee Regulatory Authority ("TRA") grant to Maverix authority to provide competing resale, facilities-based local and intrastate interexchange telecommunications services within the State of Tennessee. With respect to local services, Maverix will offer such services through unbundled network elements and, therefore, seeks facilities-based authority. Maverix is willing and able to comply with all applicable rules and regulations in Tennessee pertaining to the provision of competing telecommunications services.

In support of its Application, Maverix submits the following:

**1. The full name and address of the Applicant is:**

Maverix.com, Inc. d.b.a. Maverix.net  
2707 North Lincoln Avenue  
Unit N  
Chicago, Illinois 60614  
Telephone: (773) 525-7021

Company ID Number:

128475

Date Approved \_\_\_\_\_

Evaluator \_\_\_\_\_

**Questions regarding this application should be directed to:**

Terri K. Firestein  
Competitive Communications Group  
10806 Garrison Hollow Road  
Clear Spring, MD 21722  
Phone: 301-842-1437  
Facsimile: 301-842-1439

**Contact name and address at the Company is:**

James F. Kalishman  
President, Chief Operating Officer and Secretary  
Maverix.net  
2707 North Lincoln Avenue, Unit N  
Chicago, Illinois 60614  
Telephone: (773) 525-7021  
Facsimile: (773) 525-7023

**2. Names and addresses of all officers in Tennessee.**

The names and addresses of the Applicant's principal corporate officers responsible for Tennessee local operations are listed in **Attachment A** to this application. At least initially, none of Maverix' corporate officers will be located in Tennessee.

**3. Corporate Information.**

Maverix.com, Inc. was incorporated in the State of Delaware on June 18, 1999. A copy of Maverix' Articles of Incorporation is provided in **Attachment B**. A copy of Maverix' Authority to Transact Business in the State of Tennessee and the Registration of Assumed Name is provided in **Attachment C**.

**4. Repair and Maintenance Information.**

Maverix understands the importance of effective customer service for local and intrastate service consumers. To facilitate this, Maverix will make arrangements for its customers to call the company at its toll-free customer service number. Maverix will print its toll-free number on the customers' monthly billing statements. In addition, customers may contact the company in writing at the headquarters address.

5. **Status of Maverix in other states.**

Maverix is certificated in the state of Missouri. Additionally, Maverix has applications pending in Arkansas, Kansas, Illinois and Wisconsin.

6. **Financial, Managerial and Technical Qualifications.**

Maverix possesses the managerial, technical and financial ability to provide local and intrastate telecommunications service in the State of Tennessee as demonstrated below.

A. **Financial Qualifications**

In support of its financial qualifications, Maverix submits unaudited pro forma financial statements as **Attachment D**.

B. **Managerial Qualifications**

As shown in **Attachment E** (Managerial Profiles) to this Application, Maverix has the managerial experience to successfully operate a telecommunications enterprise in Tennessee.

C. **Technical Qualifications**

Maverix' services will satisfy the minimum standards established by the TRA. The Company will file and maintain tariffs in the manner prescribed by the TRA and will meet the minimum basic local standards, including quality of service and billing standards required of all LECs regulated by the TRA.

7. **Proposed Service Area.**

The applicant proposes to offer its services throughout the State of Tennessee in areas currently served by BellSouth and Sprint/United, which are designated open to competition. Marketing efforts will be concentrated on major metropolitan areas.

**8. Types of Local Exchange Service to be provided.**

Maverix seeks entry as a competing company specializing in high-speed digital communications technologies for non-switched, local exchange services and interexchange services (intraLATA and interLATA) to customers throughout the State of Tennessee. Applicant offers xDSL services.

xDSL are point-to-point, non-switched, local exchange technologies that allow multiple forms of data, voice and video to be carried over standard twisted pair copper, or UNEs, on the local loop between the central office and the consumer site. As 98% of all potential customers, business and residential, have installed telephone lines, xDSL is the lower cost solution to traditional T1, Fractional T1, or ISDN lines that carry cost prohibitive installation fees. xDSL can utilize a higher frequency to ride over voice on standard twisted pair copper.

It can also be provided on a separate circuit from the voice connection. In either case, there is no interference. xDSL provides the customer “always on” business bandwidth over standard twisted-pair copper.

**9. Small and Minority-Owned Telecommunications Participation Plan (“SMB Plan”).**

Maverix’ SMB Plan is provided in **Attachment F**.

**10. IntraLATA Dialing Parity Plan.**

Although Maverix does not initially intend to offer voice services, Maverix submits herewith **Attachment G**, its intraLATA dialing parity plan that will apply if voice services are offered in the future.

11. **Statement of Compliance.**

Maverix agrees to abide by all applicable statutes and all applicable Orders, rules and regulations entered and adopted by the Tennessee Regulatory Authority.

Respectfully submitted this 6<sup>th</sup> day of December 1999.

COMPETITIVE COMMUNICATIONS GROUP

A handwritten signature in cursive script, reading "Terri K. Firestein", written over a horizontal line.

Terri K. Firestein

Telephone: (301) 842-1437


Facsimile: (301) 842-1439

Consultant to Maverix.com, Inc. d.b.a. Maverix.net

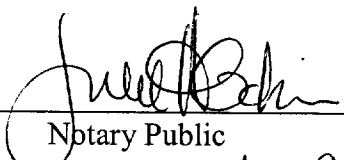
**VERIFICATION**

STATE OF MARYLAND           )  
                                          )  
COUNTY OF PRINCE GEORGES )

Terri K. Firestein, being first duly sworn, deposes and says: That she is the consultant for Maverix.com, Inc. d.b.a. Maverix.net, ("Maverix") the applicant in the above proceeding, that she has read the foregoing application, and knows the contents thereof; and that she is authorized by Maverix to verify that the contents of the application are true.

  
\_\_\_\_\_  
Terri K. Firestein

Subscribed and sworn to before me this 6 day of December, 1999.

  
\_\_\_\_\_  
Notary Public  
Julie A. Gobin

My Commission Expires:  
Jan. 25, 2003

## **ATTACHMENTS**

**Attachment A** - Officer Names and Addresses

**Attachment B** - Articles of Incorporation

**Attachment C** - Tennessee Authority to Do Business  
Tennessee Registration of Assumed Name

**Attachment D** - Unaudited Financial Information

**Attachment E** - Managerial Profiles

**Attachment F** - Small and Minority-Owned Telecommunications Business Participation Plan

**Attachment G** - IntraLATA Toll Dialing Parity Plan



**ATTACHMENT A**

**Officer Names and Addresses**

**Officers and Directors of Maverix.net**

James F. Kalishman  
President, Chief Operating Officer and Secretary  
Maverix.net  
2707 North Lincoln Avenue  
Unit N  
Chicago, Illinois 60614  
(773)525-7021

Thomas N. Kalishman  
Chief Executive Officer and Chairman of the Board  
Maverix.net  
2707 North Lincoln Avenue  
Unit N  
Chicago, Illinois 60614  
(773) 525-7021

**ATTACHMENT B**

**Articles of Incorporation**

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "MAVERIX.COM, INC.", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF JUNE, A.D. 1999, AT 2 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

3058536 8100

991247536

AUTHENTICATION: 9815130

DATE: 06-18-99

**CERTIFICATE OF INCORPORATION  
OF  
MAVERIX.COM, INC.**

**FIRST:** The name of the Corporation is *Maverix.com, Inc.*

**SECOND:** The address of the Corporation's registered office in the State of Delaware is The Corporation Trust Company, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

**THIRD:** The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

**FOURTH:** The total number of shares of capital stock which the Corporation shall have authority to issue is thirty thousand (30,000) shares of common stock, having a par value of One Cent (\$.01) per share (the "Common Stock").

The holders of Common Stock shall be entitled to receive dividends out of any funds of the Corporation at the time legally available for the purpose, if, as and when declared by the Board of Directors. Each holder of Common Stock shall be entitled to one vote for each share of Common Stock held by such holder, on any matter submitted for the vote or written consent of stockholders of the Corporation. There shall be no cumulative voting in the election of directors.

**FIFTH:** The name and mailing address of the incorporator of the Corporation is as follows: Brett M. Hastings, One Mercantile Center, St. Louis, MO 63101.

**SIXTH:** No stockholder of the Corporation shall have any preemptive right to acquire any shares of any class of stock of the Corporation, whether now or hereinafter authorized, or any securities or obligations (including, but not limited to, securities or obligations convertible into any class of stock issued by the Corporation), whether issued or sold for cash, property, services or otherwise.

**SEVENTH:** The Corporation shall have a perpetual existence.

**EIGHTH:** In furtherance and not in limitation of the powers conferred by law, the Board of Directors is expressly authorized to make, adopt, alter, amend and repeal the By-Laws of the Corporation, subject to the power of the stockholders of the Corporation to alter, amend and repeal the By-Laws.

**NINTH:** The following provisions shall apply with respect to the liability of the Corporation's directors and the Corporation's power to indemnify its officers, directors, employees and agents for certain actions taken by them:

**A. Elimination of Certain Liability of Directors.**

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (1) for any

1185287

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 02:00 PM 06/18/1999  
991247536 - 3058536

breach of the director's duty of loyalty to the Corporation or its stockholders, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) under Section 174 of the General Corporation Law of the State of Delaware (the "General Corporation Law"), or (4) for any transaction from which the director derived an improper personal benefit.

B. Indemnification and Insurance.

(1) Right to Indemnification.

Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director, officer, employee or agent of the Corporation or is or was a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized or permitted by the General Corporation Law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the General Corporation Law permitted to the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees and expenses, judgments, fines, excise taxes assessed with respect to any employee benefit plan and penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors, and administrators; provided, however, that, except as provided in paragraph (2) of this Section B, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation in accordance with the General Corporation Law. The right to indemnification conferred in this Section B shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that, if the General Corporation Law requires, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in which service is or was rendered by such person while a director or officer) in advance of the final disposition of a proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it ultimately shall be determined that such director or officer is not entitled to be indemnified under this Section B or otherwise. The payment of any such expenses incurred by employees and agents may be paid in accordance with the same scope and effect as the foregoing by action of the Board of Directors.

(2) Right of Claimant to Bring Suit.

If a claim under paragraph (1) of this Section B is not paid in full by the Corporation within thirty days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which

make it permissible under the General Corporation Law for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the General Corporation Law, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.


(1) Non Exclusivity of Rights.

The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Section B shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, by law, agreement, vote of stockholders or disinterested directors or otherwise.

(4) Insurance.

The Corporation may purchase and maintain insurance, at its expense, to protect itself and any present or former director, officer, employee or agent of the Corporation or who is or was serving another corporation, partnership, joint venture, trust or other enterprise as a director, officer, employee or agent at the request of the Corporation against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the General Corporation Law.

IN WITNESS WHEREOF, I, the undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this certificate and do certify that the facts herein stated are true and I have accordingly set my hand as of this 18<sup>th</sup> day of June, 1999.

  
Brett M. Hastings

**ATTACHMENT C**

**Tennessee Authority to Do Business  
Tennessee Registration of Assumed Name**



**Secretary of State****Corporations Section****mes K. Polk Building, Suite 1800****Nashville, Tennessee 37243-0306**

DATE: 11/03/99  
REQUEST NUMBER: 3762-1078  
TELEPHONE CONTACT: (615) 741-2286  
FILE DATE/TIME: 11/03/99 1152  
EFFECTIVE DATE/TIME: 11/03/99 1152  
CONTROL NUMBER: 0379421

TO:  
SANDRA S. RHODES  
THOMPSON COBURN LLP  
ONE MERCANTILE CT  
ST LOUIS, MO 63101-1693

RE:  
MAVERIX.COM, INC.  
APPLICATION FOR CERTIFICATE OF AUTHORITY -  
FOR PROFIT

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED CERTIFICATE OF  
AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE  
ON OR BEFORE THE FIRST DATE OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE  
CORPORATION'S FISCAL YEAR. PLEASE PROVIDE THIS OFFICE WITH WRITTEN  
NOTIFICATION OF THE CORPORATION'S FISCAL YEAR. THIS OFFICE WILL MAIL THE  
REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE CORPORATION AT THE  
ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS  
OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED  
AGENT AND OFFICE WILL SUBJECT THE CORPORATION TO ADMINISTRATIVE REVOCATION  
OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR  
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -  
FOR PROFIT

FROM:  
THOMPSON COBURN ATTY.  
ONE MERCANTILE CTR.  
ST. LOUIS, MO 63101-1693



*Riley C. Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE

# Secretary of State

## Corporations Section

James K. Polk Building, Suite 1800  
Nashville, Tennessee 37243-0306

DATE: 11/03/99  
REQUEST NUMBER: 3762-1073  
TELEPHONE CONTACT: (615) 741-2286  
FILE DATE/TIME: 11/03/99 1152  
EFFECTIVE DATE/TIME:  
CONTROL NUMBER: 0379421

TO:  
SANDRA S RHODES  
THOMPSON COBURN LLP  
ONE MERCANTILE CT  
ST LOUIS, MO 63101-1693

RE:  
MAVERIX.NET, INC.  
APPLICATION FOR REGISTRATION OF ASSUMED CORPORATE  
NAME

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED ASSUMED NAME  
REGISTRATION FOR A FIVE YEAR PERIOD BEGINNING WITH AN EFFECTIVE DATE AS  
INDICATED ABOVE.

THE CORPORATION MAY RENEW THE RIGHT TO USE THIS NAME WITHIN TWO  
(2) MONTHS PRECEDING THE EXPIRATION OF SUCH RIGHT, FOR A PERIOD OF FIVE (5)  
YEARS, BY FILING AN APPLICATION WITH THE SECRETARY OF STATE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR  
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR REGISTRATION OF ASSUMED CORPORATE ON DATE: 11/03/99  
NAME

FROM:  
THOMPSON COBURN ATTY.  
ONE MERCANTILE CTR.

ST. LOUIS, MO 63101-1693

RECEIVED:	FEE:	
	\$20.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$20.00

RECEIPT NUMBER: 00002568178  
ACCOUNT NUMBER: 00280660



*Riley C. Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE

**ATTACHMENT D**

**Unaudited Financial Information**

**MAVERIX.COM, INC.**  
**PRO FORMA CONSOLIDATED STATEMENT OF OPERATIONS**  
**For the Period June 18, 1999 (date of inception) to December 31, 2000**

Revenues	\$	8,183,634
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Operating expenses:

Network expenses		10,253,123
Selling, marketing, general and administrative		6,256,667
Depreciation and amortization		<u>2,775,363</u>

Total operating expenses		<u>19,285,153</u>
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Loss from operations		(11,101,519)
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Interest expense		0
------------------	--	---

Net Loss	\$	<u><u>(11,101,519)</u></u>
----------	----	----------------------------

**MAVERIX.COM, INC.**  
**PRO FORMA CONSOLIDATED BALANCE SHEET**  
**AS OF DECEMBER 31, 2000**

**Assets****Current assets:**

Cash and cash equivalents  
Total current assets

\$ 0  
0

Property and equipment, net

18,780,863

Total assets

\$ 18,780,863

**Liabilities and Stockholders' Equity****Current liabilities:**

Accounts payable  
Total current liabilities

\$ 0  
0

Long-term debt

5,370,106

Total liabilities

5,370,106

**Stockholders' equity:**

Common stock/convertible preferred stock  
Accumulated deficit

24,512,276  
(11,101,519)

Total stockholders' equity

13,410,757

Total liabilities and stockholders' equity

\$ 18,780,863

**MAVERIX.COM, INC.**  
**CONSOLIDATED STATEMENT OF CASH FLOW**  
**For the Period June 18, 1999 (date of inception) to December 31, 2000**

Cash flows from operating activities:

Net Loss	\$ (11,101,519)
----------	-----------------

Adjustments to reconcile net loss to net cash used in operating activities:

Depreciation and amortization	<u>2,775,363</u>
-------------------------------	------------------

Net cash used in operating activities	<u>(8,326,156)</u>
---------------------------------------	--------------------

Cash flows from investing activities:

Purchase of property and equipment	<u>(21,556,226)</u>
------------------------------------	---------------------

Net cash use in investing activities	<u>(21,556,226)</u>
--------------------------------------	---------------------

Cash Flows from financing activities:

Proceeds from issuance of common and preferred stock	24,512,276
------------------------------------------------------	------------

Proceeds from long-term debt	<u>5,370,106</u>
------------------------------	------------------

Net cash provided in financing activities	<u>29,882,382</u>
-------------------------------------------	-------------------

Net increase in cash and cash equivalents	0
-------------------------------------------	---

Cash and cash equivalents at beginning of period	0
--------------------------------------------------	---

Cash and cash equivalents at end of period	<u>\$ 0</u>
--------------------------------------------	-------------

## **ATTACHMENT E**

### **Managerial Profiles**

## **Maverix.net Managerial Profiles**

### **James F. Kalishman**

James F. (Jim) Kalishman is President, Chief Operating Officer and Secretary of Maverix.com, Inc. Prior to joining Maverix.com, Inc., Mr. Kalishman was Director - product Management at 21<sup>st</sup> Century Telecom Group where he oversaw the development, pricing, packaging and marketing of the company's voice, video and data products. 21<sup>st</sup> Century, a \$300 million venture-capital backed telecommunications company, is the first facilities provider to offer a converged product over one network to the residential and business market in Chicago, Illinois. Prior to that, Mr. Kalishman was Manager - Marketing Programs in Ameritech's high-tech cable TV division, Ameritech New Media. Mr. Kalishman was instrumental in leading the start-up of that division and making it the most successful competitive cable TV provider in the country. Mr. Kalishman also has extensive marketing experience as a product manager at Kraft Foods and finance experience as a commercial lender at Mark Twain Bancshares in St. Louis.

Mr. Kalishman is a graduate of the J.L. Kellogg Graduate School of Management at Northwestern University where he earned a masters degree in Marketing, and of Tulane University where he earned a bachelor's degree in Economics.

### **Thomas N. Kalishman**

Thomas N. (Tom) Kalishman is Chief Executive Officer and Chairman of the Board of Maverix.com, Inc. Prior to joining Maverix.com, Inc., Mr. Kalishman was president of United Pipeline Systems, Inc., a subsidiary of Insituform Technologies, Inc., Publicly-traded NASDAQ company. As President, he orchestrated a turnaround of the high-pressure pipeline rehabilitation business. Previous to this, he was a Director of the north American Rehabilitation Group of Insituform Technologies, Inc., where he managed the consolidation of the eastern North American business units, a business having over \$100 million in revenues and 500 employees. Before joining the senior management group of Insituform Technologies, Inc., he built the southeast region operations group from start-up into what is now the most profitable region in the corporation. He has held several other managerial and operations positions with Insituform Technologies, Inc. since 1991. Between 1986 and 1989, Mr. Kalishman worked as a consultant for Bain & Company and Alliance Consulting Group specializing in corporate strategy.

Mr. Kalishman currently serves on the Board of Directors of Insituform Technologies, Inc. and on the Advisory Board of the EM<sup>3</sup> program (a joint program between the graduate business and engineering schools) at the John M. Olin School of Business at Washington University.

Mr. Kalishman holds a masters in Management degree from the J.L. Kellogg Graduate School of Management at Northwestern University and a B.S. in Economics from the Wharton School at the University of Pennsylvania concentrating in finance.



**ATTACHMENT F**

**Small and Minority Owned  
Telecommunications Business  
Participation Plan**

SMALL AND MINORITY-OWNED  
TELECOMMUNICATIONS BUSINESS  
PARTICIPATION PLAN

Pursuant to T.C.A. § 65-5-212, as amended, Maverix.net (“Maverix”) submits this Small and Minority-Owned Telecommunications Business Participation Plan (the “Plan”) along with its Application for a Certificate of Public Convenience and Necessity to provide competing intrastate interexchange and local exchange services in Tennessee.

**I. PURPOSE**

The purpose of Section 65-5-212 is to provide opportunities for small and minority-owned businesses to provide goods and services to telecommunications service providers. Maverix is committed to the goals of Section 65-5-212 and to taking steps to support the participation of Small and Minority-Owned Telecommunications businesses to compete for contracts and subcontracts for goods and services. As part of its procurement process, Maverix will make efforts to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to Maverix of such opportunities.

**II. DEFINITIONS**

As defined in Section 65-5-212:

*Minority-Owned Business.* Minority-owned business shall mean a business which is solely owned, or at least fifty-one percent (51%) of the assets or outstanding stock of which is owned, by an individual who personally manages and controls daily operations of such business, and who is impeded from normal entry into the economic mainstream because of race, religion, sex or national origin and such business has annual gross receipts of less than four million dollars (\$4,000,000).

*Small Business.* Small business shall mean a business with annual gross receipts of less than four million dollars (\$4,000,000).

### III. ADMINISTRATION

Maverix' Plan will be overseen and administered by the individual named below, hereinafter referred to as the Administrator, who will be responsible for carrying out and promoting Maverix' full efforts to provide equal opportunities for small and minority-owned businesses. The Administrator of the Plan will be:

Mr. James F. Kalishman  
Maverix.net  
2707 North Lincoln Avenue  
Unit N  
Chicago, Illinois 60614  
Telephone: (773) 525-7021  
Facsimile: (773) 525-7023

The Administrator's responsibilities will include:

- (1) maintaining an updated Plan in full compliance with Section 65-5-212 and the rules and orders of the Tennessee Regulatory Authority.
- (2) establishing and developing policies and procedures necessary for the successful implementation of the Plan.
- (3) preparing and submitting such forms as may be required by the Tennessee Regulatory Authority, including the filing of required annual updates.
- (4) serving as the primary liaison to and cooperate with the Tennessee Regulatory Authority, other agencies of the State of Tennessee, and small and minority-owned businesses to locate and use qualified small and minority-owned businesses as defined in Section 65-5-212.
- (5) searching for and developing opportunities to use small and minority-owned businesses and encouraging such businesses to participate in and bid on contracts and subcontracts.
- (6) providing records and reports and cooperate in any authorized surveys as required by the Tennessee Regulatory Authority.
- (7) establishing a record-keeping system to track qualified small and minority-owned businesses and efforts to use such businesses.
- (8) providing information and educational activities to persons within Maverix and training such persons to seek out, encourage, and promote the use of small and minority-owned businesses.

In performance of these duties, the Administrator will utilize a number of resources, including:

- Chambers of Commerce
- The Tennessee Department of Economic and Community Development
- The United States Department of Commerce
  - Small Business Administration
  - Office of Minority Business
- The National Minority Supplier Development Counsel
- The National Association of Women Business Owners
- The National Association of Minority Contractors
- Historically Black Colleges, Universities, and Minority Institutions

#### **IV. RECORDS AND COMPLIANCE REPORTS**

Maverix will maintain records of qualified small and minority-owned business and efforts to use the goods and services of such businesses. In addition, Maverix will maintain records of educational and training activities conducted or attended and of the internal procurement procedures adopted to support this Plan.

Maverix will submit records and reports required by the Tennessee Regulatory Authority concerning this Plan. Moreover, Maverix will cooperate fully with any surveys and studies required by the Tennessee Regulatory Authority.

**ATTACHMENT G**

**Intra LATA Toll Dialing Parity Plan**

## BEFORE THE TENNESSEE REGULATORY AUTHORITY

In the matter of the Application of )  
Maverix.com, Inc. d.b.a. Maverix.net ) No. \_\_\_\_\_  
For a Certificate to Provide Competing )  
Local and Intrastate Interexchange )  
Telecommunications Service )

### **Maverix.net** **IntraLATA Equal Access Implementation Plan**

Maverix.net ("Maverix" or the "Company") hereby provides an IntraLATA Equal Access Plan in response to the Federal Communication Commission's (the "FCC") Order of March 23, 1999.

#### **I. OBJECTIVE/PURPOSE**

In compliance with the FCC's Order and 47 C.F.R. 51.213, Maverix files the Company's plan for implementing intraLATA Equal Access ("the Plan") in the areas of the State in which the company will be certified to provide local exchange service.

The intent of the Plan is to permit voice service customers to route intraLATA toll calls automatically, without the use of access codes, to any interexchange carrier ("IXC") of the customer's choice that has established itself as an access customer under Maverix' Access Services Tariff.

#### **II. IMPLEMENTATION SCHEDULE**

Simultaneously, with Maverix' initial offer of voice services, Maverix will offer dialing parity for intraLATA toll calls. At that time, Maverix' retail customers will be able to choose any IXC that has established itself as an access customer under Maverix' Access Tariff.

### **III. CARRIER SELECTION PROCEDURES**

When voice services are offered, Maverix will implement the full 2-PIC carrier selection methodology as required by the TRA. With the full 2-PIC methodology, customers will be able to presubscribe to one telecommunications carrier for interLATA toll calls and to presubscribe to the same or a different participating telecommunications carrier for intraLATA toll calls.

Processes will be established to provide new customers with an opportunity to choose their intraLATA toll carrier. When voice services are offered, Company employees who communicate with the public, accept orders and serve in customer service capacities will be trained to explain to customers the availability of 2-PIC equal access, and to assist customers in making an initial PIC choice or in changing a PIC choice for intraLATA and interLATA toll calls.

### **IV. NEW CUSTOMERS**

If requested by a voice service customer, Maverix will provide a list of telecommunication carriers that are access customers and are maintaining a relationship with Maverix pursuant to the provisions of the Company's Access Services Tariff. The list of intraLATA toll carriers will be presented in a competitively neutral manner. New voice customers who do not make a choice for an intraLATA toll carrier will be identified within Maverix' system as "no-PIC" and will not be automatically defaulted to a carrier. New voice customers identified as "no-PIC" within Maverix' system will be required to dial the access code of a different carrier to place intraLATA toll calls until they make an affirmative choice for an intraLATA toll carrier.

## **V. EXISTING CUSTOMERS**

Maverix.net is not yet a certified carrier in Tennessee and, thus, has no existing customers.

## **VI. INITIAL PIC REQUEST**

A voice customer's initial PIC request will be made at no charge. After the initial PIC, Maverix will bill a customer a PIC change charge at a rate no greater than the rate for the selection of an interLATA PIC.

## **VII. CARRIER NOTIFICATION**

Interexchange carriers that desire to become access customers shall notify Maverix via letter or telephone call of their desire to obtain exchange access service information. Maverix will send each requesting carrier an information package describing Maverix' service, processes and applicable tariffs. Once Maverix receives and processes an IXC's Access Service Request, that carrier will be added to the list of participating carriers made available to a requesting customer trying to choose a PIC. Maverix will provide notice of those switches available for exchange access service to IXCs by identifying those switches in Maverix' federal tariffs, *e.g.* NECA Tariff No. 4. In addition, Maverix will include a list of available switches in its information package provided to each IXC in response to an inquiry.